### FORM D

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C., 20549

OMB APPROVAL
OMB Number: 3235-0076

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ Section 4(6) ☐ ULOE Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Hollywood Infermediate, Inc. Address of Executive Offices Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) 1807 1/2 Victory Boulevard, Glendale, CA 91210 (818) 240-6404 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as above Brief Description of Business In the business of providing services that include high quality film resolution transfers to and from the digital realm Type of Business Organization limited partnership, already formed other (please specify): ✓ corporation business trust limited partnership, to be formed Year Actual or Estimated Date of Incorporation or Organization: 0 8 FINANCIAL Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77460.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Lof9

SEC 1972 (6-02)



### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the pest five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) David Waters, President Business or Residence Address (Number and Street, City, State, Zip Code) 1807 1/2 Victory Boulevard, Glendale, CA 91210 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Jim Delaney Business or Residence Address (Number and Street, City, State, Zip Code) 1807 1/2 Victory Boulevard, Glendale, CA 91210 ☐ Beneficial Owner ☐ Executive Officer Director Managing Partner Full Name (Last name first, if individual) John Gerro Business or Residence Address (Number and Street, City, State, Zip Code) 1807 1/2 Victory Boulevard, Glendale, CA 91210 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, it individual) Media Tech Ventures Business or Residence Address (Number and Street, City, State, Zip Code) 530 S. Glencaks, Ste 200, Burbank, CA 91502 Promoter Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				В. 13	SFORMAT	ION ABOU	t offeri	NG	1				
ì, Has	the issuer sol	d, or does th							~		Yes C	No No	
					Appendix						. 25	008.00	
2. Wha	t is the minin	um investa	ient that w	ill be acce	pted from a	any individ	ual?		************	*************	Yes	No	
3. Does	the offering	permit join	t ownershi	p of a sing	le unit?		}>**************	***********	**********	bş/444 <b>8</b> 69#A1448#A1		<b>E</b>	
com Ifa p or st	r the informa nission or sin erson to be lis ates, list the n ker or dealer	nilar remune sted is an ass ame of the b	ration for s sociated pe roker or de	solicitation erson or age ealer. If mo	of purchase int of a brok ire than five	ers in conne (er or deale e (5) persoi	ection with r registered as to be list	sales of sea I with the S ed are asso	curities in t EC and/or	he offering. with a state			
Full Nam	e (Last name	first, if ind	ividual)				-						
Business	or Residence	Address (N	Jumber and		-			anni de la companya da la companya d					
Name of	Associated B	roker or De	aler		eroen encours e roense wew comerce	ergeniumen <del>di dimbiri d</del> ens <del>ak</del> an denaran menumba		MARLOR CORNELICE CORLOR RIVARDE REF.	ive dell'erren e escoles esse es	auto acre de estánei ariesanca estas autorios	······································	depresenció consensaciono accionación de nemi-	
States in	Which Person	n Listed Ha	s Solicited	or intends	to Solicit	Purchasers	ord Brid disconditional case case create a discondition in	ent de l'activité de la constitue de l'activité de l'activ	errem concerno como como mercono con estado	agos grando de canga a panda i sucas pa ngins i	ramona de ambara do mora do mador d	vercesse arresses and an easteraffer error and	
(Che	ek "All State	s" or check	individual	States)		. (4.88**********		·····	·/·•••		☐ All States		
AL IL MT RI	IN NE	AZ JA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	EL MI OH WV	GA MN OK Wi	MS OR WY	MO PA PR	
Full Nam	e (Last name	first, if ind	ívidual)				······································	***************************************	***************************************				
Rusinass	or Residence	a Address ()	Vinnshae an	A Stront C	ite State	7in Padel	Or an one or any any consolination with the or and any	r no drop de est de l'oble de le cole, cole cole de	**********************		annere and a second second		
1343111033	sa recardance	e magness (								and a side with the side of a program of the side.			
Name of	Associated B	roker or De											
States in	Which Perso	n Listed Ha	s Solicited	or Intends	to Selicit			and the second seco	ante anci ancia con con ancian considerante antica		processor approcasion menter di cere	Harcasca scallarearchileira (h. 1940-1971)	
(Che	ck "All State	s" or check	individual	States)	. * * * * * * * * * * * * * * * * * * *			******* (****) (***********************	*************	************		States	
AL MI RI	ĪN	AZ IA NY SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK W	HI MS OR WY	MO PA PR	
Full Nam	e (Lasi name	first, if ind	(vidual)		and a factor of the second of	e cago e per esta de la distribuira de congres quant			tivi i di ida territoria engologia namana an			And products and complete party descriptions agreement and complete party descriptions and complete party descriptions are completely as a second completely and completely are completely as a second completely and completely are completely as a second complete	
Business	or Residence	e Address ()				Zip Code)				um i digi remeni menerance meneren en era er			
Name of	Associated B	roker or De		e e e e e e e e e e e e e e e e e e e	a planete de tromas, mas e mas e mas e mas e mas e apres m	egana na negrita kiritar na disar kabupatan kabupat	er arriveg negrab e van gliet rien in niemen a		Mint des militar in demini en de comunicaçõe de comunicaçõe de comunicaçõe de comunicaçõe de comunicaçõe de co	aug, au arch france ar branch à chairbra canton	arc. 400,000 arr 180 mari 40000	X Michigan (Indian China (Indian) and Michigan	
States in	Which Person	n Listed Ha						a como a cuaco na meno acusa como afo	divide deader de videne, encourant de appares, e		BECOMMENDED BECOMES OF STREET, AND STREET	MARCONIO IR MARCONIO MENORE ACCRECA SENSITE SENSITE	
(Che	(Check "All States" or check individual States)												
AL IL MT Ri	IN NE	AZ JA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## $\boldsymbol{C}.$ OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check		
	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debit	s 0.00	s_0.00
	Equity		
	Common Preferred	crocatitetocianoa esterità estre en ama en estata en en	mire conservation and conservation and the server conserva
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify	s	S
	Total	S 1,000,000.00	\$ 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited investors	0	S_0.00
	Non-accredited investors	NAME OF TAXABLE PARTY O	s_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	.50 Ki
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		and the state of t
	Transfer Agent's Fees		S
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		5
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately)	*******	5
	Other Expenses (identify)		\$
	Total		\$_0.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted graph proceeds to the issuer."	955	s1,000,000.00
	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate a check the box to the left of the estimate. The total of the payments listed must equal the adjusted gropposeds to the issuer set forth in response to Part C — Question 4.b above.	nd	
		Payments to Officers. Directors, &	Payments to
		Affiliates	Others 186 000 00
	Salaries and fees		<u> </u>
	Purchase of real estate	🗆 s <u>0.00</u>	- □ \$ <u>0.00</u>
	Purchase, rental or leasing and installation of machinery and equipment	D.S 0.00	Ø1\$ 325,000.0
	Construction or leasing of plant buildings and facilities		☑ \$ 325,000.0
	Acquisition of other businesses (including the value of securities involved in this	***************************************	· · · · · · · · · · · · · · · · · · ·
	offering that may be used in exchange for the assets or securities of another	000	□S 0.00
	issuer pursuant to a merger)		* *************************************
	Repayment of indebtedness		<b>⊘</b> \$ 85,000.00
	Working capital	□\$ 0.00 □\$ 0.00	S 100,000.0
	Other (specify):		_ <u>  s_0.00</u>
		s 0.00	□ s 0.00
	Column Totals	0.00	V S 1,000,000
	Total Payments Listed (column totals added)		. 00,000,000
*****			de la companya de la
نيت	D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Cominiformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) or	mission, upon writte	
SS	uer (Print or Type) Signsture	Date ,	
	ollywood Intermediate, Inc.	8/31	108
ê ti	me of Signer (Print or Type)  Title of Signer (Print or Type)	, ,,,,,,	
	Pavid Usters President		
	· · · · · · · · · · · · · · · · · · ·		

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E STATE SIGNATURE							
1.	. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?							
	See Appendix, Column 5, for state response.							
2.	. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on D (17 CFR 239.500) at such times as required by state law.	Form						
3.	<ol> <li>The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by issuer to offerees.</li> </ol>							
♣.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Unifimited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availa of this exemption has the burden of establishing that these conditions have been satisfied.							
	suer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the unders authorized person.	gned						
Issuer (	(Print or Type) Signature Date							
Hollywo	vood Intermediate, Inc. 8 31 06							
_ `	(Print or Type) Title (Print or Type)							
1)	loved Waters President							

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX 1 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state investors in State amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes NoAL. AKAZAR CAEquity \$1,00,000 \$1,000,000. \$1,000,000.0 × × COCTDE DC FI. GA141 ID 11. IN 1A KS KY LA ME MD MA MI MNMS

### APPENDIX 3 5 2 4 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State investors in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount Investors Amount Yes No MO MT NE NVNH NJNM NY NC ND OHOK OR PA R1SCSD TNTXUT VT VAWAWV

				APP	ENDIX				
I	to non-a investor	2 d to self accredited rs in State 3-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	The second secon	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	C-Item 2)  Number of Non-Accredited Investors	Amount	Yes	No
WY PR	A SECTION AND A								ANAMASIS